



(07/05)

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

GUIDE FOR TERMINATION OF A VIRGINIA NONSTOCK CORPORATION

Voluntary termination of the existence of a Virginia nonstock corporation is accomplished **in one of two ways, depending upon the corporation's circumstances**. Please read both paragraphs 1 and 2 to determine which circumstance applies.

1. If the corporation has commenced to transact business, both articles of dissolution **and** articles of termination of corporate existence must be filed with the Commission, after which the Commission will issue and record a certificate of dissolution and a certificate of termination of corporate existence.

a. Articles of dissolution - you may use the attached form SCC904, which contains instructions on the reverse, or prepare articles that meet the requirements of § 13.1-904 of the Code of Virginia. There is a statutory fee of \$10.00 for filing this document.

b. Articles of termination of corporate existence - you may use the attached form SCC912, which contains instructions on the reverse, or prepare articles that meet the requirements of § 13.1-912 of the Code of Virginia. There is a statutory fee of \$10.00 for filing this document.

The total amount of fees to file both articles is \$20.00.

OR:

2. If the corporation has not commenced to transact business, a majority of the initial directors or, if there are none, the incorporators may dissolve the corporation and terminate its existence by filing with the Commission articles of termination of corporate existence, after which the Commission will issue and record a certificate of termination of corporate existence. You may use form SCC913, which contains instructions on the reverse, or prepare articles that meet the requirements of § 13.1-913 of the Code of Virginia. There is a statutory fee of \$10.00 for filing this document.

NOTE: The fact that a corporation has wound up its affairs and has ceased conducting business does not end its legal existence. The corporation will maintain its legal existence, will remain active on the Commission's records and will remain liable for paying annual registration fees and responsible for filing annual reports until a certificate of termination of corporate existence has been recorded in the Clerk's Office of the Commission (or the corporation has otherwise ceased to exist due to automatic termination, merger, etc.).

You can download these forms from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

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Both forms SCC904 and SCC912 follow.



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC904
(07/05)

ARTICLES OF DISSOLUTION
(nonstock corporation)

The undersigned, pursuant to § 13.1-904 of the Code of Virginia, executes these articles and states as follows:

1. The name of the corporation is _____.

2. The dissolution was authorized on _____.
(date)

3. (Complete either A, B or C, below, whichever is applicable.)

A. The corporation's dissolution was authorized by the vote of a majority of the directors in office. Member action was not required because the corporation has no members or no members with voting rights. ☐ **Mark this box, if applicable.**

B. The corporation has members having voting rights and the dissolution was authorized by the unanimous consent of the members. ☐ **Mark this box, if applicable.**

Or

C. The corporation has members having voting rights and the proposed dissolution was submitted to the members by the board of directors in accordance with Chapter 10 of Title 13.1 of the Code of Virginia, and the following statements apply (1, 2 & 3):

☐ **Mark this box, if applicable, and complete (1) and (2).**

(1) A quorum existed for each voting group entitled to vote separately on dissolution.

(2) Either (i) the total number of votes cast for and against dissolution by each voting group entitled to vote separately on dissolution:

Voting group	Total votes FOR	Total votes AGAINST
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_____	_____	_____
_____	_____	_____

Or (ii) the total number of undisputed votes cast for dissolution separately by each voting group:

Voting group	Total number of undisputed votes
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_____	_____
_____	_____

(3) The number cast for dissolution by each voting group was sufficient for approval by that voting group.

Executed in the name of the corporation by:

(signature)

(date)

(printed name)

(corporate title)

(corporation's SCC ID #)

(telephone number (optional))

The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

SEE INSTRUCTIONS ON THE REVERSE

Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the registered agent at the registered office):

(name)

(mailing address)

NOTE

This form contains the provisions required by § 13.1-904 of the Code of Virginia to be set forth in articles of dissolution in order to dissolve a nonstock corporation which has commenced to transact business.

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

THE ISSUANCE OF A CERTIFICATE OF DISSOLUTION BY THE COMMISSION DOES NOT TERMINATE THE EXISTENCE OF THE CORPORATION. The corporation must also file articles of termination of corporate existence before the Commission can issue a certificate of termination of corporate existence. See § 13.1-912 of the Code of Virginia. Until this is done, the corporation remains dissolved but still active on Commission records and remains liable for payment of annual registration fees and for filing of annual reports.

INSTRUCTIONS

1. Name: Insert the exact name of the corporation as currently on file with the Commission.
2. Insert the date dissolution was authorized by the corporation.
3. If the corporation has no members or no members have voting rights, check the box in part **A** and go to the signature line. The vote required by law for approval is by a majority of the directors in office. If the corporation has members having voting rights, provide the information required in part **B** or **C** before going to the signature line. If the box in part **C** is checked, provide the information required in part **(2)**. The vote required by law for approval under part **C** is **MORE THAN 2/3** of all the votes cast by the members on the proposal to dissolve at a meeting at which a quorum exists, unless the board of directors required a greater vote or unless the articles of incorporation provide for a greater or lesser vote or a vote by separate voting groups, but not less than a majority of all the votes cast by each voting group entitled to vote at a meeting at which a quorum of the voting group exists. See § 13.1-902 of the Code of Virginia.

The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name and the corporate title below the signature. See § 13.1-804 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue with respect to any corporation any certificate referred to in the Virginia Nonstock Corporation Act until all fees, fines, penalties and interest assessed, imposed, charged or to be collected by the Commission under the Act have been paid by or on behalf of such corporation pursuant to § 13.1-815 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$10.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**SCC912
(07/05)**

**ARTICLES OF TERMINATION OF CORPORATE EXISTENCE
(nonstock corporation)**

The undersigned, pursuant to § 13.1-912 of the Code of Virginia, executes these articles and states as follows:

1. The name of the corporation is

_____.

2. All of the assets of the corporation have been distributed.

3. The dissolution of the corporation has not been revoked.

Executed in the name of the corporation by:

(signature)

(date)

(printed name)

(corporate title)

(corporation's SCC ID #)

(telephone number (optional))

The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

SEE INSTRUCTIONS ON THE REVERSE

**Provide a name and mailing address for sending correspondence regarding the filing of this document
(if left blank, correspondence will be sent to the registered agent at the registered office):**

(name)

(mailing address)

NOTE

This form contains the provisions required by § 13.1-912 of the Code of Virginia to be set forth in articles of termination of corporate existence of a nonstock corporation which has commenced to transact business.

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

INSTRUCTIONS

1. Name: Insert the exact name of the corporation currently on file with the Commission.
2. This statement means that the corporation has divested itself of all its assets by the payment of claims or by assignment to a trustee or trustees as directed by § 13.1-907 of the Code of Virginia. If any person entitled to a share in the distribution of the assets cannot be found, the corporation may pay such share to the State Treasurer as abandoned property. See § 13.1-912 D of the Code of Virginia.
3. This statement means that the corporation has dissolved voluntarily by filing articles of dissolution pursuant to § 13.1-904 of the Code of Virginia, and that the dissolution has not been revoked.

Note: The person signing these articles certifies statements 2 and 3 (and all other information placed on this form) to be true, under penalty of law.

The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name and the corporate title below the signature. See § 13.1-804 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue with respect to any corporation any certificate referred to in the Virginia Nonstock Corporation Act until all fees, fines, penalties and interest assessed, imposed, charged or to be collected by the Commission under the Act have been paid by or on behalf of such corporation pursuant to § 13.1-815 of the Code of Virginia.

IF TERMINATION OF THE CORPORATE EXISTENCE IS EFFECTIVE PRIOR TO THE ANNUAL REPORT DUE DATE (PRESCRIBED IN SUBSECTION C OF § 13.1-936 OF THE CODE OF VIRGINIA) OF A GIVEN YEAR, THE CORPORATION'S ANNUAL REGISTRATION FEE ASSESSMENT FOR THAT YEAR WILL BE CANCELED; OTHERWISE, IT MUST BE PAID. See § 13.1-815 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$10.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.